

3409 CENTRE SQUARE WEST  
1500 MARKET STREET  
PHILADELPHIA, PA. 19102  
(215) 972-3400

38 SQUARE DE MEEUS, BTE 1  
1040 BRUSSELS, BELGIUM  
(021) 511 80 40

PRINCES HOUSE  
95 GRESHAM STREET  
LONDON, EC2V 7NA, ENGLAND  
01. 606. 8598

LAW OFFICES OF  
**DECHERT PRICE & RHOADS**  
888 17th STREET, N. W.  
WASHINGTON, D. C. 20006  
TELEX 84 5324 • BARDEP

(202) 872-8600

ELEVEN BROADWAY  
NEW YORK, N. Y. 10004  
(212) 425-3510

SUITE 1760  
ENERGY CENTER ONE  
717 SEVENTEENTH STREET  
DENVER, COLORADO 80202  
(303) 623-1777

800 NORTH THIRD STREET  
HARRISBURG, PA. 17102  
(717) 233-7947

9605-M

1-130A091

APR 29 1981-10 30 AM

April 30, 1981

No. APR 30 1981  
Date.....  
Fee \$10.00  
ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Secretary Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations, I enclose for filing and recordation five originals and two copies of a Second Notice of Partial Termination Pursuant to Equipment Lease Termination Agreement dated April 22, 1981, made by National Railway Utilization Corporation and Pickens Railroad Company and acknowledged by Girard Leasing Corporation. This Notice of Partial Termination amends the Equipment Lease Agreement filed with the Commission on July 27, 1978 and assigned Recordation Number 9605.

The names and addresses of the parties to the Notice of Partial Termination documents are as follows:

(a) Lessees:

National Railway Utilization Corporation  
1100 Centre Square East  
1500 Market Street  
Philadelphia, PA 19102

and

Pickens Railroad Company  
402 Cedar Rock Street  
Pickens, South Carolina 29671

(b) Lessor:

Girard Leasing Corporation  
3 Girard Plaza  
Philadelphia, PA 19101

Pursuant to this Second Notice of Partial Termination and the Equipment Lease Termination Agreement dated November 13, 1980, filed with the Commission on November 13,

Counsellor - Kristine E. Wilhelm

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I.C.C.

Agatha L. Mergenovich, Secretary  
April 30, 1981  
Page Two

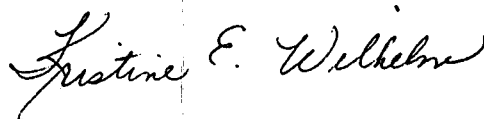
1980, and assigned Recordation Number 9605-I, the following boxcar is no longer subject to the Equipment Lease Agreement:

One (1) 50'6" 70-ton XM rated boxcar  
manufactured by Southern Iron and  
Equipment Company, a Division of  
Evans Transportation Company and  
bearing number PT 200099.

Please file and record the Second Notice of Partial Termination, cross-indexing it to the Equipment Lease Agreement and the Equipment Lease Termination Agreement and under the names of the Lessees and the Lessor. A check is enclosed for \$10.00 as prescribed pursuant to 49 C.F.R. § 1116.3(d).

Please stamp all seven copies of the Second Notice of Partial Termination and the attached copies of this transmittal letter with your official recording stamp. You will wish to retain two copies of the Second Notice of Partial Termination and the original transmittal letter. Please return the original and the remaining copies of the Second Notice of Partial Termination and the remaining copies of the transmittal letter to the bearer of this letter.

Sincerely,



Kristine E. Wilhelm  
Legal Assistant

KEW/kjb  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

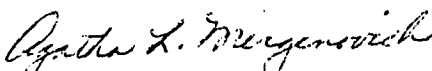
**OFFICE OF THE SECRETARY**

Kristine E. Wilhelm  
Dechert Price & Rhoads  
888 17th St. N. W.  
Washington, D. C. 20006

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/81 at 10:50AM, and assigned re-recording number(s). 9605-M, & 9630-I

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 9605-M  
APR 30 1981 - 10 00 AM  
INTERSTATE COMMERCE COMMISSION

SECOND NOTICE OF PARTIAL TERMINATION  
PURSUANT TO EQUIPMENT LEASE TERMINATION  
AGREEMENT

This Notice of Termination dated the 22ND day of April, 1981, is provided by National Railway Utilization Corporation and Pickens Railroad Company ("Lessees") to Girard Leasing Corporation ("Lessor") and is acknowledged by Lessor.

BACKGROUND

A. Lessor and Lessees entered into an Equipment Lease Agreement dated as of July 27, 1978, and recorded on that date with the Interstate Commerce Commission, and bearing recordation number 9605. The Equipment Lease Agreement provides for the lease of fifty-one 50'6" 70-ton XM rated boxcars.

B. Subsequent to a default under the Equipment Lease Agreement, Lessor and Lessees entered into an Equipment Lease Termination Agreement dated November 13, 1980, and recorded with the Interstate Commerce Commission on November 21, 1980, and bearing recordation number 9605-I. Pursuant to that Termination Agreement, Lessees are to notify Lessor of the location and availability of boxcars and coordinate their return in accordance with Lessor's instructions.

C. The Equipment Lease Agreement terminates pursuant to the Termination Agreement as to each boxcar upon either of the following events: (1) their departure from third party storage facilities; (2) the exchange of communications by Lessees and Lessor relinquishing and assuming control of and responsibility for the boxcars; or (3) upon the boxcar being captured and way-billed collect to Lessor's designated location.

D. By Notice of Partial Termination dated February 6, 1981 (the "First Notice") certain boxcars were identified as being terminated since execution of the Termination Agreement.

E. This Notice from Lessees, acknowledged by Lessor, identifies the boxcar with respect to which the

Equipment Lease Agreement has been terminated since execution of the First Notice.

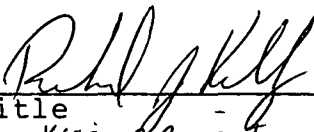
F. No boxcars now remain subject to the Equipment Lease Agreement.

NOTICE

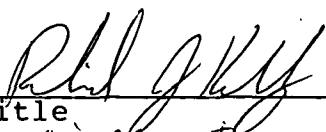
WHEREFORE, Lessees hereby notify Lessor that as to following boxcars the Equipment Lease Agreement has been terminated:

<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
50'6" 70-ton XM Rated Boxcars manufactured by Southern Iron and Equipment Co., a Division of Evans Transportation Company.	PT 200099

NATIONAL RAILWAY UTILIZATION CORP.

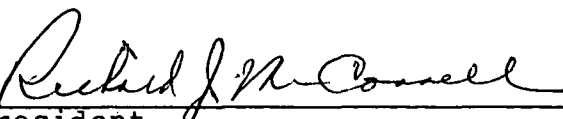
By   
Title Vice President

PICKENS RAILROAD COMPANY

By   
Title Vice President

ACKNOWLEDGED BY:

GIRARD LEASING CORPORATION

By   
President

Commonwealth of Pennsylvania :  
County of Philadelphia : ss.

On this 27<sup>th</sup> day of April, 1981 before me appeared Richard J. McConnell, to me personally known, who being by me duly sworn, says that he is President of GIRARD LEASING CORPORATION, that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

BERTHA M. BURKHARD, Notary Public  
PHILADELPHIA, PHILADELPHIA COUNTY  
MY COMMISSION EXPIRES APR. 20, 1982  
Member, Pennsylvania Association of Notaries

I hereby certify that I am  
not an Officer or Director of  
the above named Corporation.

Commonwealth of Pennsylvania

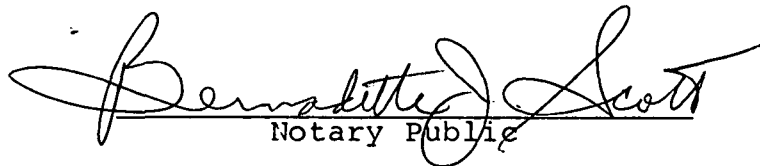
:

ss.

County of Philadelphia

:

On this 22<sup>nd</sup> day of April, 1981 before me appeared Richard J. Kelly, to me personally known, who being by me duly sworn, says that he is Vice President of NATIONAL RAILWAY UTILIZATION CORPORATION, that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

**BERNADETTE J. SCOTT**  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 16, 1984

Commonwealth of Pennsylvania :  
County of Philadelphia : ss.  
:

On this 22<sup>nd</sup> day of April, 1981 before me appeared Richard J. Kelly, to me personally known, who being by me duly sworn, says that he is Vice President of PICKENS RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

**BERNADETTE J. SCOTT**  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 16, 1984